FORM D

UNITED STATES
RECEIVED SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

FORM

1234.290

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response16.00

SEC USE ONLY					
Prefix	Serial				
	1				
DATE RE	CCIVED				
DATE RE	CEIVED				

Name of Offering (check if this is an amendme	nt and name has changed, and indicate change.)	
Series A Preferred Stock, Series B Preferred	Stock and Common Stock	
Filing Under (Check box(es) that apply):	2 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment		
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer		
Name of Issuer (check if this is an amendment a	nd name has changed, and indicate change.)	
Santera Systems Inc. 1982 1884 1994 1994		03025940
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (including Area Code)
3605 E. Plano Parkway, Suite 100, Plano, T	exas 75074	972-461-6300
Address of Principal Business Operations	(Number and Street, City. State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)		BARACKA SATURA TURK TALIFA OTTO TEGERAL KARACKA KARACK
Brief Description of Business		Tattade of the state time and easy of making to the local and an about the discussions
Carrier switching company		
Type of Business Organization		PROCESSED
		lease specify):
business trust Ilmited	partnership, to be formed	√ 111 0.2 2003
	Month Year	, , , , , , , , , , , , , , , , , , , ,
Actual or Estimated Date of Incorporation or Organiz		mated THOMSON
Jurisdiction of Incorporation or Organization: (Enter		FINANCIAL
CN	for Canada; FN for other foreign jurisdiction)	

ÚNIFORM LIMITED OFFERING EXEMPTION

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission. 450 Fifth Street. N.W. Washington, D.C 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (6-02)

1 of

				BASIC IDE	ENTI	FICATION DATA				
2. Enter the information re	quest	ed for the fol	llowin	g:						
• Each promoter of the issuer, if the issuer has been organized within the past five years,										
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.										
 Each executive office 	rand	director of c	orpor	ate issuers and of co	rpora	te general and mana	aging p	partners of	partner	ship issuers; and
Each general and managing partner of partnership issuers.										
Check Box(es) that Apply:	\$10°	Promoter	ž. (%)	Beneficial Owner	X	Executive Officer	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)								
Heard, David										
Business or Residence Addre	38,178,175	ARREST OF ANY PROPERTY	F100.333	SKINGRED GERGET FILE OF THE BY STEEL	achdebaa.	PORAGE JALIANET CARLACTE GRAFIE SERVING	524 Jane: S	CRESSSO.Suscences	doti Itustist	- Caracata at almost Nation of the care of the Caracata at the care of the car
3605 E. Plano Parkway	Suit	e 100, Pla	no, T	X 75074						
Check Box(es) that Apply:	iśż	Promoter		Beneficial Owner	X	Executive Officer		Director	ď.	General and/or Managing Partner
Full Name (Last name first, if	indivi	dual)								
Orlando, James										
Business or Residence Addre	ess (N	umber and S	treet,	City, State, Zip Cod	e)					
3605 E. Plano Parkway	, Suit	e 100, Pla	no, T	X 75074						
Check Box(es) that Apply:		Promoter		Beneficial Owner	Ę.	Executive Officer	X	Director	Š.	General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)						•		
Lax, Frederick M. Business or Residence Addre	ess (N	umber and S	treet,	City, State, Zip Cod	e) · ·		ARCIONEOUS ALCASSAS			
26580 West Agoura Ro	andre in interest	season accessions un	surer makes	Che and Japanna a colonica con colonica de la compansión			13079, 480 1817			
Check Box(es) that Apply:		Promoter	X	Beneficial Owner		Executive Officer	X	Director		General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)			· · ·					
Olkkola, Edward	2030-X844									
Business or Residence Addre	ess (N	umber and S	treet.	City, State, Zip Cod	e)	REPRESENTATION FOR STATE OF S	3 5 84.0	E 4, 751 3844F03.8	Park Cargonia.	DE DESCRIPTION DE LA REPORT DE LA COMPANY DE LE PROPERTIE PROPERTIE PROPERTIE DE LA PORTIE DE LA PORTIE DE LA
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Check Box(cs) that Apply:		Promoter	X	Beneficial Owner		Executive Officer	X	Director	zib	General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)		· · · · · · · · · · · · · · · · · · ·					.	
Dyal, Thomas Business or Residence Addre	ess (N	umber and S	treet.	City, State, Zip Cod	e)			86) pri 1020 (154) 123 800 (154) 445/20	13 14 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Signatur (1996), i portugranta de la compositor de la com
3000 Sand Hill Road, E	0. Tellings, 1804	s engypting grand and and and	egone ananca	KILAN ETTERGEREPELDEREN WARR KERNIKA (IN. 1	1.000 kg/seach)25		ANTONOMO NEMERO ANTONOMO NEMERO ANTONOMO NEMERO NEMERO ANTONOMO NEMERO NE		
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director	- 100 mg	General and/or Managing Partner
Full Name (Last name first, if	indivi	idual)		<u></u>	****					
Parker, Danny							SE . (71) Weight		1138	
Business or Residence Address	er en en la compa	La 11 Lennadon, o capab	reneores_ :	овиблюсь 1. весець апаменам то споле	e) Miliz		-Skilvas4903	5144889994558		
26580 West Agoura Ro	ad, C		UAS		500 TEXT	Executive Officer	<u> </u>	No Edward	ES.	General and/or
Check Box(es) that Apply:		Promoter	85	Beneficial Owner	<u> 189</u>	Executive Officer	X	Director	-	Managing Partner
Full Name (Last name first, if	indiv	idual)					-			
Craven, Lori Business or Residence Addr	ess (N	umber and S	Street	City, State, Zip Cod	e)					
26580 West Agoura Ro	i Grando Partir	ya Igogaloga Arthalig Holis	ORREADE SERVICE	SECRETARISMOS PRESENTATION DE L'ARREST						
20000 Mest Whoma VC	au, C			eet, or copy and use a	additio	onal copies of this sh	eet, as	necessary)	<u>rebrallandh ()</u>	School of the County of St.

BASIC IDENTIFICATION DATA Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years, • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: General and/or Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Tekelec Business or Residence Address (Number and Street, City, State, Zip Code) 26580 West Agoura Road, Calabasas, CA 91302 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Austin Ventures VIII, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 2435 N. Central Expressway, Suite 1600; Richardson, TX 75080 Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter Director Managing Partner Full Name (Last name first, if individual) Redpoint.Ventures II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) 3000 Sand Hill Road, Building 2, Suite 290, Menlo Park, CA 94025 Check Box(es) that Apply: Executive Officer Promoter Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING												
I . Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No 🔀			
Answer also in Appendix, Column 2. if filing under ULOE.								4일하.	375875-(1.3)			
2. What is the minimum investment that will be accepted from any individual?									*			
3. Does the offering permit joint ownership of a single unit?								Yes	No			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. It more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer only.									ng. tate			
Full Name N/A	(Last name	e first, if in	dividual)		ji nagija jak Cabadanko Sanas klasa Lari Sana		Vacidradeducrus (ffil) Services Valential		g ting an around of the con-			
Business of	r Residenc	e Address	(Number a	nd Street.	City, State.	Zip Code)	Chekkingti status	TO THE STATE OF THE	audžio autorija	Janeary 1869/897 LD	- Investi sekiris	1 - Prokramově Wordu žed
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About the space	r Residenc	e Address	REAL SOMEONER OF PROPER	nd Street,	City, State	, Zir Code	COLD ACCUMUNACES IN MUNCO		TARA AMALABANAN SA TARA SA			
Name of A	ssociated	Broker or l	Dealer	CHETA DAN MEL MATERAL		44000000	jaretarikojikes		1001/1020/1420		in monther of mercy Partifications in the control	
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Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of A	ssociated	Broker or	Dealer	AMERICANA STREET, STREET, STREET							omnohi biri liniye. Labo Bali da liniye biri biri Sali da liniye biri	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)												
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]		[CO] [LA] [NM] [UT]	[ME]	[DE] [MD] [NC] [VA]	[MA]	[MI] [OH]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check	•	
, 1	this box and indicate in the columns below the amounts of the securities offered for exchange and	٠	
;	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	S. Marian Marian	\$
	Equity.	\$ 128,000,000	ς 128,000,000
	Common Preferred		
	Convertible Securities (including warrants)	S	\$
	Partnership Interests.	PERSONAL PROPERTY AND A COMPANY	s die rolateria
	Other (Specify	S	\$17.000.00000000000000000000000000000000
	Total	7日の表表の表現でも、これを含むされた。	\$ 128,000,000
	Answer also in Appendix, Column 3. if filing under ULOE.		<u> </u>
2. E	Enter the number of accredited and non-accredited investors who have purchased securities in this		
	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "O" if answer is *'none" or "zero."		
			Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors.	SAME THE PROPERTY.	\$ 128,000,000
	Non-accredited Investors	LACYNDAR PROPERTY SERVICES	
	Total (for filings under Rule 504 only)	981987 (15312 7:000099779110:4	0
	Answer also in Appendix, Column 4, if filing under ULOE.	20 - 3 - 4 - 4 - 4 - 4 - 4 - 4 - 4 - 4 - 4	<u> </u>
3. I	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.		
•		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505	ANALYSIS SALVES	\$
	Regulation A		
	Rule 504		\$*************************************
	Total	10000000000000000000000000000000000000	\$
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	-2.5 18.5	S
	Printing and Engraving Costs		S
	Legal Fees.	X	S 2,000,000
	Accounting Fees	· 	\$
	Engineering Fees		S
	Sales Commissions (specify finders' fees separately)	<u></u>	S THE STREET
	Other Expenses (identify) Investment Banking Fees		\$ 2,583,000
	Total		S 4,583,000